

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ANGULO CAPITAL CORP.
and GERARD ANGULO,

Plaintiffs,

- against -

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP,

Defendant.

Civil Action No.: 04 CV 3114 (KMW)

AFFIDAVIT OF
HILARY S. FOULKES

Hilary S. Foulkes, deposes and states on oath under penalties of perjury
the following:

1. I am a member of the law firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"), defendant in the above-captioned action. I am not a member of any other law firm or any other partnership. I submit this affidavit in support of Skadden's motion to dismiss the complaint in the above captioned action in accordance with Federal Rule of Civil Procedure 12(b)(1).

2. I am a United States citizen. I hold citizenship in no other country. From 1988 through the present, I have lived and worked continually in Germany and the United Kingdom.

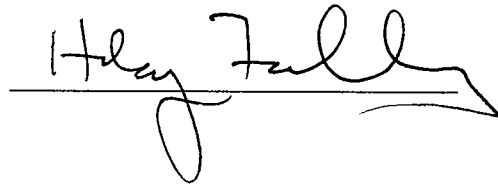
3. In the year 1995, I became a full equity partner in Skadden. For the past fifteen years, I have not filed resident tax returns in any U.S. state. Since becoming a Skadden partner, I have filed non-resident tax returns in the states in which Skadden has offices.

4. Since 2002, I have owned a residence on Paulinenstrasse in Bad Soden, Germany, where I currently live with my wife and minor children. I do not own any real property in the United States.

5. For the past eight years, I have not voted in any state or local election in the United States, nor am I registered to do so. I have a German drivers license.

6. It is my intention to remain in Germany indefinitely.

Sworn by the said Hilary S. Foulkes



At: 40 Bank Street, London E14 5DS
This 15th day of July, 2004

Before me,



Solicitor / ~~Commissioner for Oaths~~

Full name: Shaun William Lascelles
Qualifications: Solicitor, Supreme Court of England and Wales
Full address: 49 Manchuria Road, London SW11 6AF